

**EXHIBIT**  
**55**

## RE: Returning your call

**From:** Carl F. Barnes <cbarnes@mbbp.com>  
**To:** libmmg@yahoo.com  
**Cc:** George J. Marcus <gmarcus@mcm-law.com>  
**Date:** Mon, 17 Oct 2011 16:33:11 +0000

Hi, Mike, per your note, I already have a call into George and will discuss the legal issues with him when we connect. You and I should probably discuss payment issues directly.

With due respect, you paid us for our time, and a majority of what you paid to us was for the rescission offer, not for the additional private placement memorandum or for trying to come to grips with the Investment Company Act issues. We gave you a draft of that memorandum in early July and months went by before we ever heard from anyone again, despite numerous attempts on our part to follow up. If there have been delays, they honestly haven't been at our end. I would be very pleased to finish it, which I think means addressing Paul's latest comments and figuring out what other information needs to be completed, updated or changed.

But - If you are already at 99 investors, what's the point? You can't have more than 100 "beneficial owners" so, at the absolute most, you can only make one more sale, and that assumes that you have correctly calculated the 99, and I don't even know if that's the case. I really don't think you should cut it any closer than you already have. But if you aren't going to make more offers, you don't need to complete the private placement memorandum.

The only reasons I can see for a new rescission offer are that either (i) the rescission offering materials contained some material misstatement and were therefore misleading (which I certainly hope was not the case) or (ii) Mozido continued to make new sales, without a private placement memorandum and without any federal and state filings after June 11 (the date of rescission offer). It looks like that *did* happen. The rescission offering document said that Mozido had issued notes to 80 investors, and now you say you have 99 of them. I assume the additional investors must have invested after the date of the rescission offer. Correct? If so, then a second rescission offer to those *investors* may also cure the failure to find proper exemptions from registration under the federal and state securities laws. If it's those later investors you are worried about, then this could be worth doing. Remember, though, rescission offers do not eliminate all risks, such as liability under common law, federal securities laws and even - theoretically - criminal laws (please refer to my email of April 1, 2011).

Finally, I don't understand what you mean by saying "we need to file" the book. What I think you are referring to is the need to file a "Form D" with the SEC and notices in one or more states after each sale there. Those filings are necessary to secure the registration exemptions to which I referred in the preceding paragraph. Again, if they haven't been made, a second rescission offer would probably be helpful. But I can think of no reason you would need to file copies of the private placement memorandum with the SEC or with any state securities regulator.

I'll be back to you once George and I have a chance to talk.

Best regards, Carl



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—Original Message—

**From:** Michael Liberty [mailto:libmmg@yahoo.com]  
**Sent:** Monday, October 17, 2011 11:28 AM  
**To:** Carl F. Barnes  
**Cc:** George J. Marcus  
**Subject:** Re: Returning your call

Carl  
I paid for the book and u have said we need to file it. We are at 99 and I just want to close it out and be done with it. I suggested another recission letter just to be extra transparent and extra proper for all involved. I will insure your bill from the real estate is paid. The mozido work should be complete having spent \$25k+. I simply need u to deal with geo and put this to bed. Pls advise geo what is needed to be done. I do not want more pushback or delays.  
Best regards,

Michael

Sent via BlackBerry by AT&T

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**From:** "Carl F. Barnes" <cbarnes@mbbp.com>  
**Date:** Mon, 17 Oct 2011 11:17:53 -0400  
**To:** libmmg@yahoo.com<libmmg@yahoo.com>  
**Cc:** gmarcus@mcm-law.com<gmarcus@mcm-law.com>  
**Subject:** Returning your call

Hi, Mike,

Apologies for not returning your call on Friday. I've got two deals launching and it's a little crazy. I just did call your cell phone but you didn't answer and the message said your mailbox was full and couldn't accept messages.

I'll try George Marcus by phone as soon as I send this email to you.

I'm not sure I understand the logic of a second rescission offer, and I am still concerned that you are right up to the 99-Investor limit anyway. In any case, as I have said several times, before we continue to do work for Mozdio, I will need both a further retainer and the balance of the Maplewood Investments project to be paid.

Thanks and best regards, Carl

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